

**EXHIBIT A**

Retention Order



Order Filed on December 16, 2021  
by Clerk  
U.S. Bankruptcy Court  
District of New Jersey

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

**WOLLMUTH MAHER & DEUTSCH LLP**

Paul R. DeFilippo, Esq.  
500 Fifth Avenue  
New York, New York 10110  
Telephone: (212) 382-3300  
Facsimile: (212) 382-0050  
pdefilippo@wmd-law.com

**JONES DAY**

Gregory M. Gordon, Esq.  
Brad B. Erens, Esq.  
Dan B. Prieto, Esq.  
Amanda Rush, Esq.  
2727 N. Harwood Street  
Dallas, Texas 75201  
Telephone: (214) 220-3939  
Facsimile: (214) 969-5100  
gmgordon@jonesday.com  
bberens@jonesday.com  
dbprieto@jonesday.com  
asrush@jonesday.com  
(Admitted *pro hac vice*)  
*PROPOSED ATTORNEYS FOR DEBTOR*

In re:

LTL MANAGEMENT LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No.: 21-30589

Judge: Michael B. Kaplan

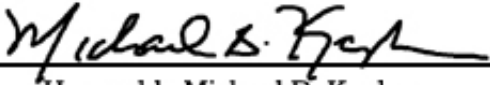
**Hearing Date and Time:**

December 15, 2021 at 10:00 a.m.

**ORDER AUTHORIZING RETENTION OF MCCARTER & ENGLISH LLP**

The relief set forth on the following pages, numbered two (2) through four (4), is hereby **ORDERED**.

**DATED: December 16, 2021**

  
Honorable Michael B. Kaplan  
United States Bankruptcy Judge

<sup>1</sup> The last four digits of the Debtor's taxpayer identification number are 6622. The Debtor's address is 501 George Street, New Brunswick, New Jersey 08933.

(Page 2)

Debtor: LTL Management LLC

Case No. 21-30589-MBK

Caption: Order Authorizing Retention of McCarter English LLP

Upon the applicant's, LTL Management LLC (the "Debtor"),<sup>2</sup> request for authorization to retain McCarter & English ("M&E") as special insurance counsel to the Debtor, *nunc pro tunc* to October 14, 2021, it is hereby **ORDERED**:

1. The Application is Granted to the extent set forth below.
2. Pursuant to section 327(e) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Bankruptcy Rules 2014-1 and 2016-1, the Debtor is authorized to employ and retain M&E as its special insurance counsel in the Chapter 11 Case, effective as of October 14, 2021, the Petition Date.
3. M&E shall file monthly, interim and final fee requests for allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules and the Local Bankruptcy Rules, the U.S. Trustee Guidelines (as defined below), and any other applicable procedures and orders of this Court, including any order approving interim compensation procedures. The rights of all parties in interest with respect to any such fee requests are fully preserved.
4. M&E will bill only 50% for its services for non-working travel and M&E will not seek reimbursement of any fees or costs, including attorney fees and costs, arising from the defense of any of M&E's fee applications in this case.

---

<sup>2</sup> Capitalized terms used herein but not defined shall have the meaning given to such terms in the Application.

(Page 3)

Debtor: LTL Management LLC

Case No. 21-30589-MBK

Caption: Order Authorizing Retention of McCarter English LLP

5. M&E will agree to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013 (the "U.S. Trustee Guidelines").
6. M&E will provide any and all monthly fee statements, interim fee applications, and final fee applications in "LEDES" format to the United States Trustee.
7. Notwithstanding anything to the contrary in the Application, all parties-in-interest have the right to object to any allocation of fees and expenses as between the Debtor and J&J and/or any non-Debtor affiliates.
8. Notwithstanding anything to the contrary in the Application, M&E will not be seeking compensation pursuant to the OCP Procedures.
9. To the extent that the Official Committee of Talc Claimants appointed in this Chapter 11 Case (the "Committee") discovers any facts or circumstances indicating that M&E's retention under section 327(e) of the Bankruptcy Code is not appropriate, M&E holds or represents an interest adverse to the Debtor or its estate with respect to the matters for which M&E is retained, or M&E is acting outside the scope of the matters for which it was retained, the Committee's right to seek at that time any appropriate relief is fully preserved.
10. If the professional requested a waiver as noted below, it is ☐ Granted ☐ Denied.  
  
☐ Waiver, under D.N.J. LBR 2014-2(b), of the requirements of D.N.J. LBR 2016-1.

(Page 4)

Debtor: LTL Management LLC

Case No. 21-30589-MBK

Caption: Order Authorizing Retention of McCarter English LLP

☐ Waiver, under D.N.J. LBR 2014-3, of the requirements of D.N.J. LBR 2016-1 in a chapter 13 case. Payment to the professional may only be made after satisfactory completion of services.